

December 29, 1998

AutoNation USA Corporation
110 S.E. 6th Street, Suite 1700
Fort Lauderdale, FL 33301
Attn: Real Estate/Legal Department

Re: Torrance Property

Ladies and Gentlemen:

We are writing regarding the Agreement for Purchase and Sale of Real Property and Escrow Instructions between Boeing Realty Corporation, a California corporation (formerly known as McDonnell Douglas Realty Company) ("BRC") and Vestar Development Co., an Arizona corporation, dated March 31, 1997, as amended by the Amendment to Purchase Agreement dated July ___, 1998 (collectively, the "Purchase Agreement"). The interests of Vestar Development Co. under the Purchase Agreement have been assigned to Vestar California XXII, L.L.C., an Arizona limited liability company ("Vestar"). All capitalized terms used in this letter not otherwise defined herein shall have the same meanings as they have in the Purchase Agreement.

Concurrently with Vestar's acquisition of the Property from BRC, Vestar will be transferring to AutoNation USA Corporation, a Florida corporation ("AutoNation"), a portion of the Property, including the Leased Parcel. AutoNation acknowledges that it has received a copy of the Purchase Agreement and that Section 1.11 of the Purchase Agreement, as amended by the Amendment to Purchase Agreement described above ("Section 1.11"), provides BRC with the right to continue to use the Leased Parcel after the Closing through March 31, 2001, subject to the provisions of Section 1.11. AutoNation specifically agrees to be bound by, and to cause its successors in interest to agree to be bound by, the provisions of Section 1.11, and BRC reconfirms that it is obligated to perform its obligations under Section 1.11 to AutoNation as successor in interest to Vestar.

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Please countersign this letter below where indicated and return it to the undersigned. This letter may be signed in facsimile and in counterparts.

Regards,

BOEING REALTY CORPORATION, a
California corporation

By: _____


Stephen J. Barker,
Director of Business Operations

AGREED:

AUTONATION USA CORPORATION,
a Florida corporation

By: _____

BOE-C6-0094946